

UNITED STATES BANKRUPTCY COURT
SOUTHER DISTRICT OF NEW YORK

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| -----X | |
| In re | : Chapter 11 |
| DELPHI CORPORATION, <u>et al.</u> , | : Case No. 05-44481 (RDD) |
| Debtors | : (Jointly Administered) |
| -----X | |

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF TEXAS)
) ss:
COUNTY OF BEXAR)

ALBERT M. GUTIERREZ, being duly sworn, deposes and says:

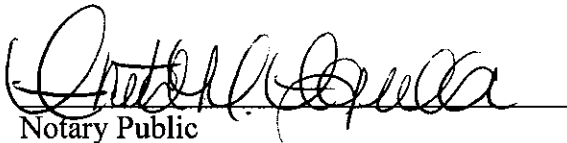
1. I am a principal of THE LAW OFFICES OF ALBERT M. GUTIERREZ, ("Firm") P.C., which firm maintains offices at 111 Soledad, Suite 1310, San Antonio, Texas 78205.
2. Neither I, the Firm, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. The Firm has represented and advised the Debtors in lawsuits with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and the Firm has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and the Firm proposes, to render the following services to the Debtors: Representation in Litigation styled ***Cause No. 2003-CVT-000899-D2; Rodger Jones vs. Delphi Automotive Systems, L.L.C.; In the 111th Judicial District Court of Webb County, Texas*** and other matters that may arise.
5. The Firm current fees arrangement is on an hourly basis. The partners charge \$150.00 per hour and associates \$125.00 per hour.

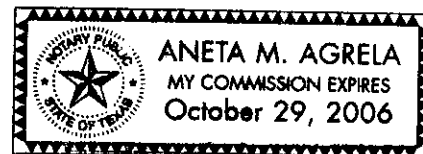
6. Except as set forth herein, no promises have been received by the Firm or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of bankruptcy procedure, the local rules, orders of this court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.
7. The Firm has no agreement with any entity to share with such entity any compensation received by the Firm.
8. The Firm and it's partners, auditors and other member may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. The Firm does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.
9. Neither I, the firm, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which the firm is to be engaged.
10. The foregoing constitutes the statement of the firm pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 201d6(b).

FURTHER AFFIANT SAYETH NO

Albert M. Gutierrez

Subscribed and sworn before me
This 13th day of December, 2005


Notary Public



UNITED STATES BANKRUPTCY COURT
SOUTHER DISTRICT OF NEW YORK

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| -----X | | |
| In re | : | AFFIDAVIT OF SERVICE |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Chapter 11 |
| | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors | : | (Jointly Administered) |
| | : | |
| -----X | | |

STATE OF TEXAS)
) ss:
COUNTY OF BEXAR)

ALBERT M. GUTIERREZ, being duly sworn, deposes and says that he is over the age of eighteen (18) years; that on November 8, 2005 she served the within Affidavit of Legal Ordinary Course Professional dated November 8, 2005 upon the following:

Delphi Corporation
Attention: General Counsel
5725 Delphi Dr.
Troy, Michigan 48098

Attn: John Wm. Butler, Jr. Esq.
Skadden, Arpks, Slate, Meagher and Flon
333 W. Waker Dr., Suite 2100
Chicago, IL 60606

U.S. Trustee
Attention: Alicia M. Leonhard Esq.
33 Whitehall Street, Suite 2100
New York, New York 10044

Attn: Mark A. Broaude Esq.
Latham and Watkins
885 Third Avenue
New York, New York 10022

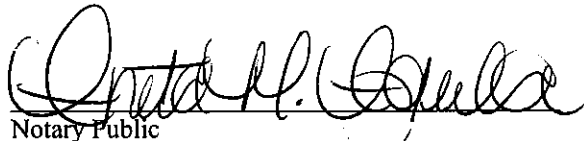
Simpsons Thacher and Bartlett L.L.P.
Attention: Marissa Wesley Esq.
421 Lexington Ave.
New York, New York 10017

Attn: Marlane Melican Esq.
Davis Polk and Wardell
450 Lexington Ave.
New York, New York 10017

By depositing true and correct copies of the original of the same properly enclosed in a post-paid wrapper in the official depository maintained and exclusively controlled by the United States Post Office at 111 Soledad, San Antonio, Texas 78205, directed to said attorneys respectively, and said parties not appearing by attorneys, at said addresses respectively mentioned above, that being the addresses within the State designated for that purpose upon the last papers served in this auction on the place where the above then resided or kept offices, according to the best information which can be conveniently obtained.


Albert M. Gutierrez

Subscribed and sworn before me
This 14th of December, 2005.


Notary Public

